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November 25, 2002

*Via Electronic Filing*

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

*Ex Parte Notice*

**Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

Attached please find conformed copies of the final, executed Agreements and Declarations of Trust for Trusts I and III, and a "form of" Agreement and Declaration of Trust for Trust II. The Agreements and Declarations of Trust for Trusts I and III were signed on November 18, 2002, immediately prior to closing of the above-referenced merger. The Agreement and Declaration of Trust for Trust II will be signed in connection with the closing of the agreement to restructure Time Warner Entertainment Company, L.P.

Pursuant to section 1.1206(b) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. If you have any questions, please contact me.

Very truly yours,

/s/ A. Renée Callahan  
A. Renée Callahan

Attachments

cc: Royce D. Sherlock  
Simon Wilkie  
Cynthia Bryant  
Qualex International

Roger D. Holberg  
James R. Bird  
Jeff Tobias

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